

(b)

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

January 21, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 17806-B FILED

FEB 3 '98

1-50PM

Dear Mr. Williams:

Enclosed are four (4) originals of Amendment No. 2 dated May 1, 1994 to the Lease of Railroad Equipment dated as of May 15, 1992 between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: The Kansas City Southern Railway Company
114 West Eleventh St.
Kansas City, MO 64105

The equipment involved in this transaction is as follows:

Equipment: Sixty (60) railcars (See attached Annex A.1. to Amendment No. 2 for reporting mark and numbers.)

Please file this agreement as a supplementary document to Recordation No. 17806. A check covering the twenty-four dollar (\$24.00) filing fee is enclosed.

Sincerely,



Eric W. Stoll
Document Administrator

/es
Enclosures (4)

AMENDMENT NO. 2

THIS AMENDMENT NO. 2 (the "Amendment") to the Lease of Railroad Equipment dated as of May 15, 1992, as amended (the "Lease"), between HELM-PACIFIC LEASING ("Lessor"), and KANSAS CITY SOUTHERN RAILWAY COMPANY, as assignee of SouthRail Corporation ("Lessee"), is made as of May 1, 1994 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which sixty (60) covered hopper railcars bearing reporting marks and numbers from within the series SR 25001-25058 and CHTT 200200-200241 ("Unit(s)") were leased by Lessor to Lessee.
- B. Lessee was unable to use the forty-two (42) Units bearing the reporting mark CHTT ("CHTT Units") due to an unsuitable hatch configuration.
- C. Union Pacific Railroad Company ("UP") was able to use the CHTT Units and had available forty-two (42) covered hoppers with a hatch configuration suitable for Lessee's use.
- D. UP and Lessee are parties to the Lease of Railroad Equipment dated as of May 18, 1992, as amended ("UP Lease"), pursuant to which the forty-two (42) covered hopper railcars bearing the reporting mark and numbers SR 25061-25102 ("Swap-In Unit(s)") were leased by UP to Lessee.
- E. Lessee and UP are parties to the Sublease of Railroad Equipment dated as of May 18, 1992, as amended ("Sublease"), pursuant to which the CHTT Units were subleased by Lessee to UP.
- F. On March 3, 1994, pursuant to the Rail Equipment Exchange Agreement dated as of February 10, 1994 between UP and Lessor, Lessor assigned and transferred to UP all its rights, title and interest in and to the CHTT Units and UP assigned and transferred to Lessor all its rights, title and interest in and to the Swap-In Units.
- G. The UP Lease and the Sublease were terminated as of March 3, 1994.
- H. Lessor and Lessee desire to terminate the Lease for the CHTT Units and to replace the CHTT Units with the Swap-In Units.
- I. On March 23, 1994, the Swap-In Unit bearing the reporting mark and number SR 25086 was deemed to have suffered a Casualty Occurrence pursuant to the provisions of Section 8 of the Lease.
- J. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

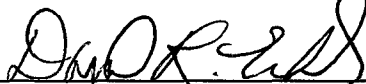
1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
2. Retroactive to March 3, 1994, the term of the Lease for the CHTT Units shall have terminated and the term of the Lease for the Swap-In Units shall have commenced.
3. Effective as of March 3, 1994 Annex A to the Lease is hereby replaced by Annex A.1. attached hereto, and all references in the Lease to Annex A shall be deemed to be Annex A.1.
4. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
5. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, Lessor and Lessee each pursuant to due authority have caused this Amendment No. 2 to be signed in their respective corporate names as of May 1, 1994.

LESSOR

HELM-PACIFIC LEASING

By: Helm Pacific Corporation,
its Joint Venturer

By: 

Print Name: David R. Eckles

Title: President

LESSEE

**THE KANSAS CITY SOUTHERN RAILWAY
COMPANY**

By: 

Print Name: Robert H. Berry

Title: CFO

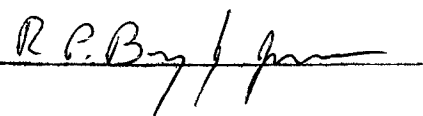
By: Union Pacific Venture Leasing,
Inc. its Joint Venturer

By: 

Print Name: Eric L. Butler

Title: President of Union Pacific
Venture Leasing

APPROVED AS TO FORM

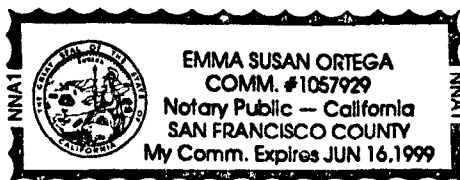


STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On Oct. 17, 1997, before me, Emma S. Ortega - Notary Public
personally appeared David R. Eckles, President of HELM PACIFIC
CORPORATION,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity (ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

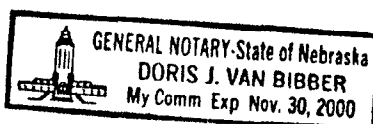
STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On June 18, 1997, before me, Doris Van Bibber
personally appeared Eric L. Butler, President of UNION PACIFIC
VENTURE LEASING, INC.,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity (ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.



Doris Van Bibber
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF MISSOURI)
COUNTY OF JACKSON) S.S.

On October 13, 1997, before me, Patricia A. Sexson
personally appeared Robert H. Devry, Chief Financial Officer of
THE KANSAS CITY SOUTHERN RAILWAY COMPANY,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.


SIGNATURE OF THE NOTARY

[Notarial Seal]

PATRICIA A SEXSON
NOTARY PUBLIC STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXP. OCT. 22, 1998

ANNEX A.1.

To the Lease of Railroad Equipment dated as of May 15, 1992, as amended, between Helm-Pacific Leasing and Kansas City Southern Railway Company

Equipment Description:

Fifty-nine (59), 100-ton, 2,970 cubic foot capacity covered hopper railcars

Units' Numbers:

SR 25001, 25002, 25009, 25010, 25013, 25015, 25016, 25017, 25018,
25022, 25023, 25025, 25028, 25034, 25035, 25038, 25056, 25058.

SR 25061-25085, 25087-25102.